

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Kayalyn A. Marafioti

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
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| Reorganized Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND STATE OF MICHIGAN, DEPARTMENT OF TREASURY
(I) COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE EXPENSE
CLAIM NUMBER 18570 AND (II) DISALLOWING AND EXPUNGING PROOFS OF
ADMINISTRATIVE EXPENSE CLAIM NUMBERS 4534, 4537, 9273, AND 16725

(STATE OF MICHIGAN, DEPARTMENT OF TREASURY)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and State of Michigan, Department of Treasury ("MDOT") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And State Of Michigan, Department Of Treasury (I) Compromising And Allowing Proof Of Administrative Expense Claim Number 18570 And (II) Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 4534, 4537, 9273, And 16725 (State Of Michigan, Department Of Treasury) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Medical Systems Corporation ("Delphi Medical"), Delphi Technologies, Inc. ("DTI"), and Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 2, 2006, MDOT filed proof of administrative expense claim number 4534 against DTI, which asserts an administrative expense claim in the amount of \$20,684.20 stemming from certain use taxes and interest allegedly owed by DTI to MDOT for the period of October 8, 2005 through October 31, 2005 ("Claim 4534").

WHEREAS, on May 2, 2006, MDOT filed proof of administrative expense claim number 4537 against DAS LLC, which asserts an administrative expense claim in the amount of \$145,551.50 stemming from certain use taxes and interest allegedly owed by DAS LLC to MDOT for the period of October 8, 2005 through October 31, 2005 ("Claim 4537").

WHEREAS, on July 11, 2006, MDOT filed proof of administrative expense claim

number 9273 against Delphi, which asserts an administrative expense claim in the amount of \$585,989.54 stemming from certain Michigan Single Business Tax ("SBT") and use taxes and interest allegedly owed by Delphi to MDOT for the period of October 8, 2005 through December 31, 2005 ("Claim 9273").

WHEREAS, on December 8, 2006, the Debtors objected to Claim 4534, Claim 4537, and Claim 9273 pursuant to the Debtors' Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation And (B) Claims Not Reflected On Debtors' Books And Records (Docket No. 6100) (the "Fifth Omnibus Claims Objection").

WHEREAS, on December 22, 2006, MDOT filed the Response Of The State Of Michigan, Department Of Treasury To Debtors' Fifth Omnibus Objection To Claims (Docket No. 6266) (the "First Response").

WHEREAS, on October 17, 2007, MDOT filed proof of administrative expense claim number 16725 against Delphi, which asserts an administrative expense claim in the amount of \$4,239.59 stemming from certain use taxes and interest allegedly owed by Delphi to MDOT for the period of October 8, 2005 through December 31, 2005 ("Claim 16725").

WHEREAS, on October 26, 2007, the Debtors objected to Claim 16725 pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject to

Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection").

WHEREAS, on November 15, 2007, MDOT filed the Response Of The State Of Michigan, Department Of Treasury To Debtor's Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (E) Untimely Claims (Docket No. 10945) (the "Second Response").

WHEREAS, on March 14, 2008, this Court entered the Joint Stipulation And Agreed Order (I) Disallowing And Expunging Proofs Of Claim Numbers 6354, 6383, And 9272, (II) Compromising And Allowing Claim 16724, And (III) Capping Claims 9273 And 16633 (State Of Michigan, Department Of Treasury - SBT Taxes) (Docket No. 13118) pursuant to which Claim 9273 (other than assessments for use taxes) and any other request for payment of an administrative expense on account of SBT taxes for the period of October 8, 2005 through December 31, 2005 or portion was capped such that in no event shall Claim 9273 and any such request be allowed in an aggregate amount exceeding \$349,315.20.

WHEREAS, on July 13, 2009, MDOT filed proof of administrative expense claim number 18570 against Delphi Medical, which asserts an administrative expense claim in the amount of \$685.31 stemming from certain use taxes, interest, and penalties allegedly owed by Delphi Medical to MDOT for period of April 1, 2007 through December 31, 2007 ("Claim 18570," together with Claim 4534, Claim 4537, Claim 9273, and Claim 16725, the "Claims").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified

Plan, Delphi, DAS LLC, and Delphi Medical emerged from chapter 11 as DPH Holdings Corp., DPH-DAS LLC, and DPH-Medical Systems LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to Claim 18570 pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 15, 2010, MDOT filed the Response Of The State Of Michigan, Department Of Treasury To Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. §503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (G) Tax Claims (Docket No. 19838) (the "Third Response," together with the First Response and the Second Response, the "Responses").

WHEREAS, to resolve the Fifth Omnibus Claims Objection, the Twenty-Second Omnibus Claims Objection, and the Forty-Sixth Omnibus Claims Objection with respect to the Claims, as applicable, the Reorganized Debtors and MDOT entered into this Stipulation, pursuant to which the Reorganized Debtors and MDOT agreed that (i) Claim 18570 should be allowed as administrative claim in the amount of \$685.31 against DPH-Medical Systems LLC and (ii) Claim 4534, Claim 4537, Claim 9273, and Claim 16725 should each be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 18570 shall be allowed in the amount of \$685.31 and shall be treated as an administrative claim against DPH-Medical Systems LLC in accordance with the terms of the Modified Plan.
2. Claim 4534, Claim 4537, Claim 9273, and Claim 16725 are each hereby disallowed and expunged in its entirety.
3. The Responses are hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 30th day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Peggy A. Housner

Peggy A. Housner
Assistant Attorney General
Cadillac Place
3030 W Grand Blvd, Suite 10-200
Detroit, MI 48202

Attorney for MDOT

- and -

Kayalyn A. Marafioti
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors